

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of	)	
	)	
Bresnan Communications, LLC Request for	)	WT Docket No. 16-319
Waiver	)	
	)	

**PETITIONERS' REPLY TO COMMENTS OF THE  
RURAL WIRELESS ASSOCIATION, INC.**

T-Mobile License, LLC (“T-Mobile”) and Bresnan Communications, LLC (“Bresnan,” and with T-Mobile, the “Petitioners”) hereby reply to the only comments filed in this proceeding—those of the Rural Wireless Association, Inc. (“RWA”).<sup>1/</sup> As Petitioners have demonstrated, granting the Waiver Request would bring increased competition and enhanced coverage to consumers in the areas at issue, many of which are rural and underserved and include tribal lands. It would also deliver new retail facilities and jobs.

To ensure these public interest benefits are delivered quickly, T-Mobile has committed in writing to specific deployment milestones, including introducing service in the licensed areas within the next year. Assuming prompt Commission action, T-Mobile will also provide the level of service required to satisfy the end-of-license term performance obligations under Section

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<sup>1/</sup> On September 30, 2016, Bresnan, a wholly owned subsidiary of Charter Communications, Inc. and the current licensee, applied on behalf of itself and T-Mobile for a waiver of section 27.14(g)(1) of the rules (the “Acceleration Rule”) for stations WQJQ805, WQJQ806, and WQJQ807 (the “Licenses”). See Public Notice, Wireless Telecommunications Bureau Seeks Comment on Request for Waiver of Accelerated Final Construction Deadline for Three 700 MHz Licenses in Montana, WT Docket No. 16-319, DA 16-1152 (rel. Oct. 6, 2016); see also Bresnan Communications, LLC Request for Waiver (appended as Attachment A to Form 601 in each of File Nos. 0007477181, 0007477183, and 0007477186) (filed Oct. 5, 2016) (“Waiver Request”). Bresnan and T-Mobile have sought Commission consent to the assignment of the Licenses. See Bresnan Communications, LLC Assignment Application, ULS File No. 0007470149 (filed Sept. 27, 2016) (“Assignment Application”).

27.14(g) of the rules (the “Final Construction Deadline”) earlier than the rules currently require.<sup>2/</sup> T-Mobile has already begun the process of designing its network and working with suppliers and partners to build the license areas and has provided the Commission with a map of its planned sites.<sup>3/</sup> It has also committed to establishing retail sites in the licensed areas.

In stark contrast, RWA’s proposal would harm consumers by delaying competition and likely leaving the most rural, least populated areas unserved.<sup>4/</sup> RWA speculates that unnamed members “would *conceivably*” deploy the spectrum as quickly as T-Mobile.<sup>5/</sup> Yet no entity other than T-Mobile has ever approached Bresnan about acquiring any portion of the Licenses. And even RWA is clear that the Licenses at issue are too large for any of its members to build, so the likely best case under its speculative approach would be for one or more unnamed carriers to build out a portion of the most populated areas and leave the rural areas most in need of service unserved.

Speculation and delay may serve RWA’s members, but they do not serve consumers or the public interest. The public interest in widespread availability of competitive wireless service, particularly in the rural and tribal areas of Montana and Wyoming covered by the Licenses, should be the most relevant consideration for the Commission, as it is for elected officials representing consumers in the licensed areas that have voiced their support. Senators Daines and

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<sup>2/</sup> Waiver Request at 2; *see also* Letter from Steve B. Sharkey, Vice President, Government Affairs, Technology and Engineering Policy, T-Mobile USA, Inc. to Marlene H. Dortch, Secretary, FCC, in ULS File Nos. 0007491235, 0007491238 and 0007491243 (filed Oct. 6, 2016) (“T-Mobile Commitment Letter”). The obligations contained in the Waiver Request and the T-Mobile Commitment Letter are referred to here as the “Performance Obligations.”

<sup>3/</sup> Waiver Request at 17.

<sup>4/</sup> *See* Comments of the Rural Wireless Association Opposing Requested Waiver, WT Docket No. 16-319 (filed Oct. 26, 2016) (“RWA Comments”).

<sup>5/</sup> RWA Comments at 5 (emphasis added).

Tester and Governor Bullock have submitted letters to the FCC discussing the importance of increased access to advanced telecommunications services in rural areas, explaining the challenges to deploying service in Montana, and urging the prompt grant of the subject waiver and the associated assignment application.<sup>6/</sup>

**I. GRANT OF THE PARTIES' REQUEST WILL ALLOW THE SPECTRUM TO BE DEPLOYED IN THE SHORTEST POSSIBLE TIME AND IS THEREFORE IN THE PUBLIC INTEREST**

RWA does not meaningfully dispute the public interest benefits of T-Mobile's commitments. It does not address, much less dispute, the benefits of introducing a new carrier with a track record of innovation and investment into the license areas; T-Mobile's commitment to expand its retail footprint in the licensed area, which will stimulate economic growth and create jobs; or the increased coverage of tribal areas that have historically been underserved. Instead, it offers only conjecture, which cannot deliver these concrete public interest benefits.<sup>7/</sup>

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<sup>6/</sup> See Letter from U.S. Senators Steve Daines and John Tester to Chairman Tom Wheeler, FCC (Oct. 6, 2016), attached hereto as Exhibit A, and the letter submitted by Governor Bullock in the record of this proceeding. See Letter from Steve Bullock, Governor of Montana, to The Hon. Tom Wheeler, FCC, WT Docket No. 16-319 (filed Nov. 3, 2016).

<sup>7/</sup> See, e.g., Rates for Interstate Inmate Calling Services, Order Denying Stay Petitions, DA 16-83, WC Docket No. 12-375, (WCB Jan. 22, 2016) (rejecting claims that transaction would cause irreparable harm because petitioners failed to provide specific information in support of claims and instead offered "only summary statements that amount to nothing more than speculation."); see also Applications of AT&T Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations, Memorandum Opinion and Order, 30 FCC Rcd 9131, ¶ 267 (2015) (dismissing petitioners' arguments that proposed transaction between AT&T and DIRECTV would eliminate any incentive DIRECTV might have to participate in spectrum auctions as "speculative" because neither petitioners nor any other party "offered evidence in the record suggesting that DIRECTV is likely to be a participant in any of the Commission's upcoming auctions."); Melodie Virtue, Esq., Letter, Ref. No. 1800B3-CEG, DA 15-654 (MB June 2, 2015) (rejecting arguments opposing an assignment application that were "speculative and contingent on the independent actions of third parties"), *aff'd*, Order on Reconsideration, 30 FCC Rcd 5094, ¶ 12 (2015).

### **A. T-Mobile Will Quickly Provide Cutting-Edge Wireless Services**

As described in the Waiver Request<sup>8/</sup> and T-Mobile's Commitment Letter, T-Mobile will adhere to an aggressive deployment program that will ensure rapid commencement of construction and result in service to 70% of the licensed geographic areas *earlier* than the rules currently require. T-Mobile will provide real competition—almost immediately—to AT&T and Verizon in areas where it is needed most. T-Mobile is the Nation's Un-carrier.<sup>9/</sup> It is the fastest-growing wireless company and has the fastest-growing 4G LTE network in the United States.<sup>10/</sup> It is aggressively expanding its coverage and customer reach nationwide in a fiercely competitive battle with Verizon and AT&T.

T-Mobile has already taken significant steps to ensure that it can meet the Performance Obligations. It has identified and targeted a large number of sites in its development of a network plan to build out the required geographic areas for stations WQJQ805 and WQJQ806.<sup>11/</sup> In addition, it has begun discussions with companies to deploy fiber for backhaul, which will also have broader public interest benefits by creating additional capacity for other services.<sup>12/</sup> Grant of the Waiver Request, which will allow T-Mobile to provide the latest generation of wireless technologies to the subject areas, would advance the Commission's goal of promoting competition, access to spectrum, and the provision of service, especially in rural America.<sup>13/</sup>

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<sup>8/</sup> Waiver Request at 2.

<sup>9/</sup> *Id.* at 18.

<sup>10/</sup> *Id.* at 7-10.

<sup>11/</sup> *Id.* at 16-17.

<sup>12/</sup> *Id.*

<sup>13/</sup> See, e.g., Letter from Kathleen O'Brien Ham, Senior Vice President, Government Affairs, T-Mobile USA, Inc. to Jon Wilkins, Chief, Wireless Telecommunications Bureau, FCC, in WT Docket No. 16-137 (filed July 11, 2016) (detailing the pattern of competitors imitating many of T-Mobile's innovative and pro-consumer programs).

## **B. Denial of the Waiver and Re-auction Would Delay Final Buildout**

Denying the requested waiver would delay competition and enhanced service to consumers who need it most. T-Mobile has committed to deploy facilities sufficient to cover 40% of the geographic area covered by the Licenses by December 13, 2017.<sup>14/</sup> Absent the requested waiver, *none* of these areas will be served due to the time-consuming need to re-auction the affected Licenses. Similarly, while T-Mobile has committed to provide service to 70% of the covered area by December 13, 2018,<sup>15/</sup> denial of the waiver would likely result in *no* coverage by that date and could result in this spectrum lying fallow indefinitely.

RWA asserts that, if the Acceleration Rule is applied and T-Mobile is unable to meet the 70% coverage requirement in just over seven months—by June 13, 2017—then unnamed RWA members could “conceivably be able to satisfy applicable buildout requirements before the June 13, 2018 [*sic*] date sought by T-Mobile in the Waiver Request.”<sup>16/</sup> But no other entities have previously expressed an interest in acquiring any portion of the Bresnan Licenses.<sup>17/</sup> RWA does not identify a single alternative carrier that may be interested in building out these license areas, even under what would inevitably be a delayed timeline. It does not provide any timeline for construction of the license areas by any carrier. Nor does it provide any retail commitments.

More importantly, if Bresnan’s authorizations are terminated in June 2017, the Licenses would then be subject to an administrative process, the end result of which would be re-auction.

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<sup>14/</sup> Waiver Request at 2.

<sup>15/</sup> *Id.*

<sup>16/</sup> RWA Comments at 5. Note that RWA misstates the 70% service date as June 13, 2018 instead of December 13, 2018.

<sup>17/</sup> *See* Declaration of Charles Fisher, attached hereto as Exhibit B, at ¶ 2.

That process is unlikely to occur quickly.<sup>18/</sup> For example, in Auction 92 the Commission auctioned 16 licenses in the 700 MHz band that were offered in Auction 73 and remained unsold or were licenses on which a winning bidder defaulted. Auction 92 concluded on July 25, 2011—more than three years after Auction 73 concluded on March 18, 2008.<sup>19/</sup> In contrast, if the waiver is granted, buildout progress will begin immediately (in fact, the planning has already begun).

RWA further acknowledges that its unnamed members would be free to gerrymander and cherry-pick the license areas after termination of Bresnan’s authorizations.<sup>20/</sup> That will only be true if Bresnan or T-Mobile build out in some, but not all of the licensed area, which is not likely to occur if the Commission declines to grant to Waiver Request and Assignment Applications. In the more likely case, the Commission will reclaim and re-auction the Licenses for the entire geographic area. Even if RWA’s members somehow built out some reclaimed areas, final buildout would likely fall short of the 70% benchmark to which T-Mobile has committed. In fact, given RWA’s admission that its carriers are not capable of building out the Licenses to the extent currently required, if any of its member carriers come forward to build any portion of the Licenses, it would likely be the most populated areas and would leave the rural areas without new service.

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<sup>18/</sup> Section 27.14(j)—which contemplates an expedited process in the event *portions* of a licensed area are relicensed—would not apply if the entire authorization is cancelled. Even if it did, it is likely that multiple entities will apply for the recaptured areas, triggering an auction in any case.

<sup>19/</sup> See Auction of 700 MHz Band Licenses Closes, Winning Bidders Announced for Auction 92, Public Notice, 26 FCC Rcd 10494, ¶ 1 (July 28, 2011); *see also* Auction of 700 MHz Licenses Scheduled for July 19, 2011, Notice and Filing Requirements, Minimum Opening Bids, Upfront Payments, and Other Procedures for Auction 92, Public Notice, 26 FCC Rcd 3342, ¶ 3 (Mar. 16, 2011).

<sup>20/</sup> RWA Comments at 5 n.11.

### C. Special Circumstances Justify the Requested Waiver

Contrary to RWA's assertions, the Waiver Request explains that unusual circumstances would render it contrary to the public interest, and unfair, to strictly enforce the Acceleration Rule against T-Mobile. The Commission has recognized that an increased burden due to difficult geography, low population density, and lack of backhaul can justify performance obligation relief.<sup>21/</sup> Montana is the nation's fourth largest state geographically, yet it ranks 44th in population.<sup>22/</sup> Montana's terrain presents unique challenges to deployment of wireless facilities. It is a largely rural, sparsely populated state, and it lacks much of the existing infrastructure that enables rapid deployment of new wireless facilities. The average access-line density for a carrier in Montana is fewer than three per square mile.<sup>23/</sup>

RWA dismisses these challenges as "[g]eneralized assertions about the geographic and weather conditions in Montana,"<sup>24/</sup> but that casual dismissal is unwarranted. T-Mobile has intimate knowledge of these challenges, and has already experienced them when building out its network to serve the western part of the state, where it took T-Mobile over a year of diligent work to build facilities exceeding the required 35% coverage.

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<sup>21/</sup> *In the Matter of Ronan Telephone Co.*, Order, 24 FCC Rcd 983, 985, ¶¶ 6-12 (2009) (granting a waiver under Section 1.925(b)(3)(ii) in light of challenges caused by difficult topography, weather, low population density, and lack of infrastructure).

<sup>22/</sup> Montana has a land area of 145,546.92 square miles and an estimated resident population of 1,032,949 as of July 1, 2015. See "2015 Population Estimates," U.S. Census Bureau, *available at* <http://factfinder.census.gov/faces/tableservices/jsf/pages/productview.xhtml?src=bkmk>.

<sup>23/</sup> See "About Montana's Rural Telcos," Montana Telecommunications Association, *available at* <http://telecomassn.org/aboutus/index.html> (last visited Sept. 5, 2016) ("The combination of tremendous areas served and low population density means that the average rural Montana telephone company serves fewer than 2.8 access lines per mile of line.").

<sup>24/</sup> RWA Comments at 6.

## **II. THE COMMISSION’S PERFORMANCE REQUIREMENTS ARE MEANT TO ENSURE SERVICE TO THE PUBLIC, NOT TO INSULATE EXISTING CARRIERS FROM EXPANDED COMPETITION**

The Commission’s performance requirements, including the Acceleration Rule, were designed to be “the most effective way to promote rapid service to the public, especially in rural areas,”<sup>25/</sup> and thereby to achieve the maximum level of service to consumers in the shortest timeframe possible. But the waiver process is a fundamental tenet of administrative law for a reason: sometimes the purpose of a rule would be disserved by its strict enforcement. That is the case here, where waiver of the Acceleration Rule offers the clearest, shortest path to facilities-based wireless competition, including full-scale retail competition, in portions of Montana and Wyoming.

RWA misses the point of the Acceleration Rule when it argues that its purpose is to ensure fairness to other carriers by punishing the alleged “warehousing” of spectrum by Bresnan, even if it means foregoing the rapid buildout to which T-Mobile has committed.<sup>26/</sup> According to RWA, it would be better to halt these public interest benefits altogether rather than allow Bresnan to receive a benefit by selling the Licenses.<sup>27/</sup> RWA stands the public interest goal of the Acceleration Rule on its head.<sup>28/</sup>

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<sup>25/</sup> *Service Rules for 698-746, 747-762, and 777-792 MHz Bands*, Second Report and Order, 22 FCC Rcd 15,289, ¶ 155 (2007) (“700 MHz Second Report and Order”).

<sup>26/</sup> RWA Comments at 3.

<sup>27/</sup> *Id.* at 3, 5.

<sup>28/</sup> This is not the only recent instance of RWA seeking to promote its members’ interests over the public interest. On November 2, 2016, RWA argued to the Commission that other wireless carriers should be forced to direct roaming traffic to RWA members’ networks in order to subsidize those members’ revenues, a scheme that, by mandating roaming, would drive up retail wireless rates nationwide. *See* Notice of *ex parte* from Caressa D. Bennet, RWA, and Jill Canfield, NTCA, WT Docket No. 05-265, GN Docket No. 14-28 (filed Nov. 2, 2016).



As an initial matter, there is no merit to RWA's assertion that Bresnan has been "warehousing" these Licenses. RWA claims that Bresnan has not taken "a single step" to comply with its buildout obligations,<sup>29/</sup> but this is incorrect. Since acquiring the rural 700 MHz Licenses at issue in this proceeding as part of a larger transaction in which Charter acquired Bresnan in 2013, Charter has taken numerous steps toward developing its plan to deploy this spectrum.<sup>30/</sup>

More importantly, the public interest benefits that the Acceleration Rule was designed to promote will be served here by its waiver rather than by its strict enforcement. The Commission's rules are intended to promote competition for the benefit of consumers, not to protect the interests of RWA's unspecified members and their unspecified plans.<sup>31/</sup> As discussed above, the requested waiver would promote, rather than frustrate, the purposes of the Acceleration Rule because it will allow the spectrum to be deployed much more rapidly, and with greater certainty, than it could under the current restrictions. And the waiver would serve the public interest by expanding T-Mobile's wireless services in Montana and Wyoming, where there is limited competition today, and by stimulating economic growth and creating jobs.

### **III. GRANT OF THE WAIVER IS SUPPORTED BY PRECEDENT**

Under RWA's formulation, virtually no waiver of the Acceleration Rule could ever be granted. However, this is exactly the type of case where the tension between enforcing performance requirements and promoting service to the public weigh in favor of T-Mobile. T-Mobile has already presented the Commission with its build out plans, showing particular sites it

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<sup>29/</sup> RWA Comments at 5.

<sup>30/</sup> See Declaration of Justin Colwell, attached hereto as Exhibit C, at ¶ 2.

<sup>31/</sup> See, e.g., *SBC Communications v. FCC*, 56 F.3d 1484, 1491 (D.C. Cir. 1995) ("The Commission is not at liberty . . . to subordinate the public interest to the interest of 'equalizing competition among competitors.'").

intends to pursue to construct and ultimately meet the requirements. And unlike cases where licensees have shown no efforts or abilities to provide service, T-Mobile is a national carrier that routinely meets its performance obligations and has already done so in the adjacent western Montana market—efforts that clearly demonstrate its commitments to bring service to the areas covered by the Licenses.

Notwithstanding RWA’s assertion to the contrary,<sup>32/</sup> the Commission’s holding in *Northstar Technology LLC* supports the grant of the requested waiver in this case. In *Northstar*, the Commission extended by four months the construction deadline for two broadband PCS licenses based on its finding that the licensee Northstar had performed a significant amount of work toward meeting the coverage requirements despite only recently acquiring the licenses (*i.e.*, two months before the construction deadline) and experiencing unanticipated delays with acquiring network equipment.<sup>33/</sup> In this case, T-Mobile has similarly performed a significant amount of work toward meeting the coverage requirements and has demonstrated that work to the Commission.<sup>34/</sup>

In *Northstar*, the Commission also found that a brief extension of the deadline would allow the licensee to bring service to small towns and rural areas in Kentucky. Even though other licensees were already providing services in those rural areas, the Commission explained that the ability of another provider to offer service in those areas would benefit consumers by providing them with more choices, which would promote competition in the market.<sup>35/</sup> That is

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<sup>32/</sup> RWA Comments at 3-4.

<sup>33/</sup> *Northstar Technology, LLC Request for Waiver and Extension of the Broadband PCS Construction Requirements*, Order, 17 FCC Rcd 10,908, ¶¶ 4-6 (WTB 2002) (“*Northstar*”).

<sup>34/</sup> *See, e.g.*, Waiver Request at 16-18.

<sup>35/</sup> *Northstar* at ¶ 4.

also the case here, where grant of the waiver is the only clear path to additional competition in rural and tribal areas in the foreseeable future.

Similarly, in *Pacific Communications*, the Commission granted an extension request where the licensee had taken reasonable steps toward buildout, such as determining the technology and equipment to be employed in the system, identifying transmitter sites, and performing market surveys and research.<sup>36/</sup> As in *Northstar*, the Commission found that Pacific had undertaken a significant amount of work, just as T-Mobile has done here. Importantly, those steps were undertaken by the putative assignee of the licenses—exactly the circumstances here. And as in *Pacific Communications*, Bresnan—the assignor of the Licenses—is no spectrum hoarder. As noted above, it has no history of acquiring spectrum and not building. Moreover, as the Commission’s records demonstrate, Charter acquired ownership of the Bresnan Licenses as an incidental part of a larger transaction and acted to assign them as soon as commercially reasonable.

Finally, RWA is incorrect that Section 1.946(e) of the rules prohibits the Commission from granting a waiver of performance requirements in the context of an assignment or transfer.<sup>37/</sup> Instead, the rule provides that “[t]he Commission will not grant extension requests *solely* to allow a transferee or assignee to complete facilities that the transferor or assignor failed to construct.”<sup>38/</sup> As the *Pacific Communications* case shows, the Commission can and does grant waivers in the context of an assignment when other factors are present, as they are here. The

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<sup>36/</sup> *Pacific Communications LLC and Coral Wireless, LLC*, Memorandum Opinion and Order, 19 FCC Rcd 15,574 (WTB 2004) (“*Pacific*”).

<sup>37/</sup> See RWA Comments at 6.

<sup>38/</sup> 47 C.F.R. ¶ 1.946(e)(3) (emphasis added).

spectrum is not, as RWA claims, being assigned “for the purpose of extracting additional time to meet a construction deadline.”<sup>39/</sup> Rather, the purpose of the proposed assignment and the requested waiver is to transfer the Licenses from a cable company that acquired the spectrum as an incidental component of a larger transaction to a wireless carrier that has committed to build them out quickly so that it can compete in the markets at issue.

#### **IV. CONCLUSION**

Rural areas of the type covered by the Licenses are in real need of wireless competition. T-Mobile will expeditiously deliver a new, robust competitor in the marketplace and enhanced coverage using the Licenses. RWA offers nothing but speculation in return. T-Mobile would not acquire the Licenses if the Acceleration Rule were strictly enforced, resulting in precisely the opposite of what the rule is intended to achieve—provision of services to the public. The Commission should therefore grant the Waiver Request in order to bring needed wireless competition to rural Montana and Wyoming.

Respectfully submitted,

/s/ Steve B. Sharkey

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Dated: November 7, 2016

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<sup>39/</sup> RWA Comments at 6.

# EXHIBIT A

# United States Senate

WASHINGTON, DC 20510

October 6, 2016

Chairman Tom Wheeler  
Federal Communications Commission  
445 12<sup>th</sup> Street SW  
Washington, DC 20554

Dear Chairman Wheeler,

We write to urge the Federal Communications Commission (FCC) to approve the transfer of Charter's three 700 MHz licenses to T-Mobile and the accompanying request to waive acceleration of the final buildout deadline for these licenses. Unlike Charter, T-Mobile can quickly deploy this spectrum and bring better service and additional competition to rural areas in Montana. The sale of this spectrum and the requested waiver are consistent with Commission precedent and will further our shared goal of increasing access to advanced communications services for rural Americans.

In our home state, the unique geography, low-density population, and extreme weather conditions make it significantly more challenging to provide residents with the communications services most Americans take for granted. Charter incidentally obtained these spectrum licenses when it purchased another cable company, Bresnan Communications. And while the unusual characteristics of our state make deployment especially challenging for a company like Charter that is not a major wireless carrier, T-Mobile is well positioned to deploy this spectrum quickly. T-Mobile enjoys a proven track record building facilities to serve this part of the country and desires to buttress its coverage in these areas.

Granting the requested waiver is warranted under Commission rules, and T-Mobile has made significant commitments regarding build-out that will ensure the licenses are quickly put to use. T-Mobile has committed to cover 40 percent of the geographic area covered by the licenses by the later of June 13, 2017 or six months from the time the Commission's approval becomes final, to cover 70 percent of the licensed geographic area by the later of December 13, 2018, or two years from the time the Commission's approval becomes final, and to file an interim progress report. Importantly, if the FCC moves expeditiously on the applications, T-Mobile's commitments may result in the final buildout milestone being completed as much as a year ahead of schedule.

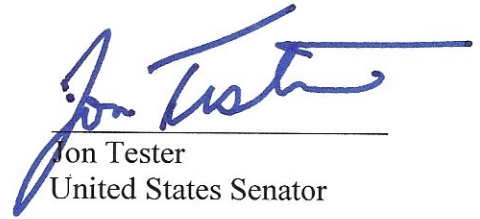
T-Mobile states in its filings to you that, without the requested waiver, it could not meet the accelerated buildout deadlines that would otherwise apply and is therefore unwilling to purchase the licenses from Charter. Importantly, the filing also states that it is unlikely that Charter or, indeed, anyone, would be able to meet the deadline—likely postponing use of this spectrum for years. This would be an unfortunate outcome for the citizens of Montana. We urge you to grant the license transfers and extension as quickly as possible and thereby allow T-Mobile to deploy the spectrum and provide advanced services to rural consumers who need them the most.

Sincerely,

A handwritten signature in blue ink that reads "Steve Daines". The signature is fluid and cursive, with the first name "Steve" and last name "Daines" clearly legible.

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Steve Daines  
United States Senator

A handwritten signature in blue ink that reads "Jon Tester". The signature is fluid and cursive, with the first name "Jon" and last name "Tester" clearly legible.

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Jon Tester  
United States Senator

# EXHIBIT B



## **DECLARATION OF CHARLES FISHER**

1. My name is Charles Fisher. I am Senior Vice President, Corporate Finance, at Charter Communications, Inc. (“Charter”). In this capacity, my responsibilities include, among other things, mergers and acquisitions activity for Charter and its subsidiaries, including the sale of the 700 MHz licenses at issue in this proceeding. I submit this affidavit in support of the reply comments of Bresnan Communications, LLC (“Bresnan”), a wholly owned subsidiary of Charter. I make this affidavit to the best of my knowledge, based on my personal experience since I joined Charter on February 11, 2013, and my review of relevant records created since Charter acquired Bresnan on July 1, 2013.

2. To the best of my knowledge, neither Charter nor Bresnan has been approached by any individual or entity other than T-Mobile, or agents acting on T-Mobile’s behalf, with a proposal to purchase any portion of the 700 MHz licenses.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 7, 2016

A handwritten signature in blue ink, appearing to read "Charles Fisher", written over a horizontal line.

CHARLES FISHER

# EXHIBIT C

**REDACTED – FOR PUBLIC INSPECTION**

**DECLARATION OF JUSTIN COLWELL**

1. My name is Justin Colwell. I am Vice President for Wireless Product at Charter Communications, Inc. (“Charter”). In this capacity, I am responsible for developing Charter’s overall wireless strategy, including residential and public Wi-Fi. I submit this affidavit in support of the reply comments of Bresnan Communications, LLC (“Bresnan”), a wholly owned subsidiary of Charter. I make this affidavit to the best of my knowledge, based on my personal experience since I joined Charter on February 2, 2015 and my review of relevant records created since Charter acquired Bresnan on July 1, 2013.

2. Neither Charter’s nor Bresnan’s core business to date has been the provision of licensed spectrum-based wireless services, nor does Charter or Bresnan hold significant other licensed spectrum assets. Yet, since acquiring the rural 700 MHz licenses at issue in this proceeding as part of a larger transaction in which Charter acquired Bresnan in 2013, Charter took numerous steps toward developing its plan to deploy this spectrum. Among other things,  
**[BEGIN HIGHLY CONFIDENTIAL INFORMATION]**

**[END**

**HIGHLY CONFIDENTIAL INFORMATION]**

**REDACTED – FOR PUBLIC INSPECTION**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/7/11

  
\_\_\_\_\_  
JUSTIN COLWELL